

B1 (Official Form 1) (04/13)

UNITED STATES BANKRUPTCY COURT Western District of Texas		VOLUNTARY PETITION																					
Name of Debtor (if individual, enter Last, First, Middle): Dune Energy, Inc.	Name of Joint Debtor (Spouse) (Last, First, Middle):																						
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):																						
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 95-4737507	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):																						
Street Address of Debtor (No. and Street, City, and State): 811 Louisiana Street, Suite 2300 Houston, TX	Street Address of Joint Debtor (No. and Street, City, and State):																						
ZIP CODE 77002	ZIP CODE																						
County of Residence or of the Principal Place of Business: Harris	County of Residence or of the Principal Place of Business:																						
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):																						
ZIP CODE	ZIP CODE																						
Location of Principal Assets of Business Debtor (if different from street address above): SEE ATTACHMENT 1																							
ZIP CODE																							
Type of Debtor (Form of Organization) (Check one box.)	Nature of Business (Check one box.)	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.)																					
<input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	<input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13	<input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding																				
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).	Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.																					
Filing Fee (Check one box.)		Chapter 11 Debtors																					
<input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (<i>amount subject to adjustment on 4/01/16 and every three years thereafter</i>). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).																					
Statistical/Administrative Information																							
<input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.																							
Estimated Number of Creditors <table> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>1-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1,000- 5,000</td> <td>5,001- 10,000</td> <td>10,001- 25,000</td> <td>25,001- 50,000</td> <td>50,001- 100,000</td> <td>Over 100,000</td> </tr> </table>				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	1-49	50-99	100-199	200-999	1,000- 5,000	5,001- 10,000	10,001- 25,000	25,001- 50,000	50,001- 100,000	Over 100,000
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>														
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Estimated Assets <table> <tr> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> </tr> </table>				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>														
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Estimated Liabilities <table> <tr> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> </tr> </table>				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>														
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THIS SPACE IS FOR COURT USE ONLY																							

B1 (Official Form 1) (04/13)

Page 2

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): Dune Energy, Inc.
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)		
Location Where Filed:	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)		
Name of Debtor: SEE ATTACHMENT I	Case Number:	Date Filed:
District:	Relationship:	Judge:
Exhibit A		Exhibit B
(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		(To be completed if debtor is an individual whose debts are primarily consumer debts.)
<input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.		I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).
		X _____ Signature of Attorney for Debtor(s) (Date)
Exhibit C		
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?		
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.		
Exhibit D		
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)		
<input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.		
If this is a joint petition:		
<input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.		
Information Regarding the Debtor - Venue		
(Check any applicable box.)		
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.		
Certification by a Debtor Who Resides as a Tenant of Residential Property		
(Check all applicable boxes.)		
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)		
<hr/> (Name of landlord that obtained judgment)		
<hr/> (Address of landlord)		
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).		

B1 (Official Form 1) (04/13)

Page 3

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): Dune Energy, Inc.
Signatures		
Signature(s) of Debtor(s) (Individual/Joint) <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>Telephone Number (if not represented by attorney)</p> <p>Date _____</p> <p><i>Signature of Attorney*</i> Signature of Attorney for Debtor(s) Charles A. Beckham, Jr.</p> <p>Printed Name of Attorney for Debtor(s) Haynes and Boone, LLP</p> <p>Firm Name 1221 McKinney Street, Suite 2100 Houston, TX 77010</p> <p>Address 713-547-2000</p> <p>Telephone Number 3/8/15</p> <p>Date</p>		Signature of a Foreign Representative <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>Date</p>
Signature of Non-Attorney Bankruptcy Petition Preparer <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ Signature</p> <p>_____ Date</p> <p>_____ Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p>		

B 1A (Official Form 1, Exhibit A) (9/97)

[If debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11 of the Bankruptcy Code, this Exhibit "A" shall be completed and attached to the petition.]

UNITED STATES BANKRUPTCY COURT

Western District of Texas

In re Dune Energy, Inc.,) Case No. _____
 Debtor)
)
)
) Chapter 11

EXHIBIT "A" TO VOLUNTARY PETITION

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 000-27897.

2. The following financial data is the latest available information and refers to the debtor's condition on September 30, 2014.

a. Total assets	\$ <u>229,463,966</u>
b. Total debts (including debts listed in 2.c., below)	\$ <u>144,224,203</u>

c. Debt securities held by more than 500 holders:	Approximate number of holders:
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secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ _____	_____
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ _____	_____
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ _____	_____
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ _____	_____
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ _____	_____

d. Number of shares of preferred stock	_____	_____	<u>None</u>
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e. Number of shares common stock	_____	_____	<u>74,008,952</u>
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Comments, if any: _____

Dune Energy, Inc.'s total assets and total liabilities are based on its consolidated balance sheets as of September 30, 2014.

3. Brief description of debtor's business:

Dune Energy, Inc. ("Dune") is an independent energy company engaged in the exploration, development, acquisition and exploitation of crude oil and natural gas properties. Dune's operations are in Texas and Louisiana, and it sells its oil and gas production primarily to domestic pipelines and refineries.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

As of April 30, 2014, the beneficial owners of 5% or more of the outstanding shares of common stock were: West Face Long Term Opportunities Global Master L.P.; Blue Mountain; TPG Funds; Zell Credit Opportunities Side Fund, L.P.; Whitebox; Strategic Value Special Situation Fund, L.P.; Highbridge International, LLC



**ATTACHMENT I TO VOLUNTARY
PETITION OF DUNE ENERGY, INC.**

1. The Debtor's estimated assets and estimated liabilities are based on the unaudited consolidated balance sheets of the Debtor and its wholly-owned subsidiaries, Dune Operating Company and Dune Properties, Inc., as of September 30, 2014.
2. Pending Bankruptcy Cases Filed by Affiliates of the Debtor:

Concurrently herewith, each of the affiliates of the Debtor listed below (collectively, the "Affiliated Debtors") filed a petition in this Court for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330.

The Affiliated Debtors are the following entities:
Dune Operating Company
Dune Properties, Inc.

3. Locations of Debtors' Principal Assets (On a Consolidated Basis):

Brazoria County, Texas
Colorado County, Texas
Harris County, Texas
Karnes County, Texas
Calcasieu Parish, Louisiana
East Baton Rouge Parish, Louisiana
Iberia Parish, Louisiana
Jefferson Davis Parish, Louisiana
Lafourche Parish, Louisiana
Plaquemines Parish, Louisiana
St. Martin Parish, Louisiana
St. Mary Parish, Louisiana
Vermilion Parish, Louisiana

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

In re: §
DUNE ENERGY, INC. § **Case No. 15-_____**
Debtor. § **Chapter 11**

STATEMENT OF CORPORATE OWNERSHIP

Pursuant to Federal Rules of Bankruptcy Procedure 1007(a)(1) and 7007.1, the undersigned corporation certifies that:

XX Following is a complete list of all corporations, other than governmental units, that directly or indirectly own 10% or more of any class of its equity interests:

Shareholders	Address of Principal Place of Business or Principal Residence	Number and Class of Units of Security Interest¹	
Strategic Value Special Situation Fund, L.P.	Mardi Gras Ltd c/o Strategic Value Partners, LLC 100 West Putnam Avenue Greenwich, CT 06830	17,917,244	Common (24.5%)
BlueMountain ²	Ugland House ³ South Church Street George Town Grand Cayman, CAYMAN ISLANDS	15,088,416	Common (20.6%)
West Face Long Term Opportunities Global Master, L.P. ⁴	c/o West Face Capital, Inc. 810-2 Bloor Street East Box # 85 Toronto, ON M4W 1A8 CANADA	10,896,823	Common (14.9%)
TPG Funds ⁵	TPG Global, LLC. 301 Commerce Street Suite 3300 Fort Worth, TX 76102	9,747,466	Common (13.1%)

¹ Totals as stated in Schedule 14A Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No. 1) (the “Proxy Statement”) dated April 30, 2014 and filed with the United States Securities and Exchange Commission (the “SEC”) and percentage ownership calculations are based upon 73,176,683 shares of common stock outstanding as of that date.

² BlueMountain is comprised of the following entities: (i) BlueMountain Distressed Master Fund, L.P.; (ii) BlueMountain Long/Short Credit Master Fund, L.P.; (iii) AAI BlueMountain Fund PLC; (iv) BlueMountain Credit Alternatives Master Fund, L.P.; (v) BlueMountain Timberline Ltd.; (vi) BlueMountain Kicking Horse Fund, L.P.; (vii) BlueMountain Strategic Credit Master Fund, L.P. and (viii) BlueMountain Credit Opportunities Master Fund I, L.P.

³ The address shown applies to all BlueMountain entities except AAI BlueMountain Fund PLC (“AAI BlueMountain”). The address for AAI BlueMountain is Beaux Lane House, Mercer Street Lower, Dublin, IRELAND.

⁴ West Face Capital, Inc. is Advisor to West Face Long Term Opportunities Global Master L.P.

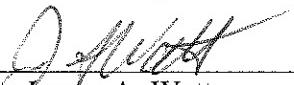
OR

- There are no corporations that directly or indirectly own 10% or more of any class of its equity interests.

The undersigned corporation further certifies that it shall file a supplemental statement promptly upon any change in circumstances that renders this Statement of Corporate Ownership inaccurate.

Dated: 3/8/15.

DUNE ENERGY, INC.

By: 

Name: James A. Watt

Title: President and Chief Executive Officer

⁵ TPG Funds are comprised of the following entities: (i) TPG Opportunity Fund I, L.P. ("Opportunity I"); (ii) TPG Opportunities Advisors, Inc. ("Opportunities Advisors") as general partner to Opportunity I; (iii) TPG Opportunity Fund III, L.P. whose general partner is also Opportunities Advisors.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

In re:

DUNE ENERGY, INC.

Debtor.

§
§
§
§

Case No. 15-_____
Chapter 11

**VERIFIED LIST OF EQUITY SECURITY HOLDERS
FILED BY DUNE ENERGY, INC.**

I declare under penalty of perjury that the attached list of equity security holders is a true and correct list of equity security interest holders as of December 15, 2014.

Dated: 3/8/15.

DUNE ENERGY, INC.

By: J. Watt

Name: James A. Watt

Title: President and Chief Executive Officer

**LIST OF EQUITY SECURITY HOLDERS FOR
DUNE ENERGY, INC.**

Shareholders	Address of Principal Place of Business or Principal Residence	Number and Class of Units of Security Interest
CEDE & CO (FAST ACCOUNT)	PO BOX 20 BOWLING GREEN STATION NEW YORK NY 10004	45,411,212
HIGH RIDGE LTD	C/O STRATEGIC VALUE PARTNERS 100 W PUTNAM AVE GREENWICH CT 06830-5361	6,626,780
DUNE ENERGY RSP (POST-REVERSE)	811 LOUISIANA STREET, SUITE 2300 HOUSTON TX 77002	2,710,814
ZELL CREDIT OPPORTUNITIES SIDE FUND LP	TWO NORTH RIVERSIDE PLAZA SUITE 600 CHICAGO IL 60606-2627	2,114,236
WEST FACE LONG TERM OPPORTUNITIES GLOBAL MASTER LP	C/O WEST FACE CAPITAL INC 2 BLOOR STREET EAST SUITE 3000 TORONTO ONTARIO CANADA	1,987,032
HIGHBRIDGE INTERNATIONAL LLC	ATTN: CHRIS CASALE 40 WEST 57TH STREET 32ND FL NEW YORK NY 10019-4001	1,724,507
BLUE MOUNT CREDIT ALTERNATIVES MASTER FUND LP	ATTN BLAIR SMITH 280 PARK AVE 12TH FLOOR NEW YORK NY 11017	1,589,287
BLUEMOUNTAIN LONG/SHORT CREDIT MASTER FUND LP	ATTN BLAIR SMITH 280 PARK AVE 12TH FLOOR NEW YORK NY 10017	1,550,939
BLUEMOUNTAIN TIMERBERLINE LTD	ATTN BLAIR SMITH 280 PARK AVE 12TH FLOOR NEW YORK NY 10017	1,402,316
BLUEMOUNTAIN DISTRESSED MASTER FUND LP	ATTN BLAIR SMITH 280 PARK AVE 12TH FLOOR NEW YORK NY 10017	1,370,524
TPG OPPORTUNITY FUND I L P	C/O TPG SPECIAL SITUATIONS PARTNERS 345 CALIFORNIA STREET STE 3300 SAN FRANCISCO CA 94104	1,244,214
MARDI GRAS	C/O STRATEGIC VALUE PARTNERS LLC 100 W PUTNAM AVE GREENWICH CT 06830-5361	1,149,976
JAMES A WATT	C/O DUNE ENERGY INC 811 LOUISIANA STREET, SUITE 2300 HOUSTON TX 77002	976,119
SIMPLOM INTERNATIONAL LIMITED	154 EAST 53RD ST NEW YORK NY 10022-5243	804,162

BLUEMOUNTAIN CREDIT OPPORTUNITIES MASTER FUND I LP	ATTN BLAIR SMITH 280 PARK AVE 12TH FLOOR NEW YORK NY 10017	638,741	
TPG OPPORTUNITY FUND III L P	C/O TPG SPECIAL SITUATIONS PARTNERS 345 CALIFORNIA STREET STE 3300 SAN FRANCISCO CA 94104	533,234	
STRATEGIC VALUE SPECIAL SITUATIONS FUND	100 W PUTNAM AVE GREENWICH CT 06830	391,256	
SIMPLON PARTNERS L P	45 ROCKEFELLER PLAZA SUITE 2109 NEW YORK NY 10111	327,823	
FRANK T SMITH JR	C/O DUNE ENERGY INC 811 LOUISIANA STREET, SUITE 2300 HOUSTON TX 77002	315,868	
WHITEBOX CREDIT ARBITRAGE PARTNERS LP	3033 EXCELSIOR BOULEVARD SUITE 300 MINNEAPOLIS MN 55416-4675	308,492	
WHITEBOX MULTI-STRATEGY PARTNERS LP	3033 EXCELSIOR BOULEVARD SUITE 300 MINNEAPOLIS MN 55416-4675	294,992	
DUNE ENERGY TREASURY ACCOUNT	811 LOUISIANA STREET, SUITE 2300 HOUSTON TX 77002	244,271	
HAL L BETTIS	C/O DUNE ENERGY, INC. 811 LOUISIANA STREET, SUITE 2300 HOUSTON TX 77002	233,370	
RICHARD H MOURGLIA	C/O DUNE ENERGY INC 811 LOUISIANA STREET, SUITE 2300 HOUSTON TX 77002	217,487	
BLUEMOUNTAIN STRATEGIC CREDIT MASTER FUND LP	ATTN BLAIR SMITH 280 PARK AVE 12TH FLOOR NEW YORK NY 10017	211,641	
PANDORA SELECT PARTNERS LP	3033 EXCELSIOR BOULEVARD SUITE 300 MINNEAPOLIS MN 55416-4675	125,166	
AAI BLUEMOUNTAIN FUND PLC	BEAUX LANE HOUSE MERCER STREET LOWER DUBLIN IRELAND	111,010	
ITERA HOLDINGS BV	9995 GATE PARKWAY NORTH STE 400 JACKSONVILLE FL 32246-1898	70,929	
STEVEN J CRAIG	3816 ALTA VISTA LN DALLAS TX 75229-2728	30,434	
WILLIAM L KEREKGYARTO	C/O DUNE ENERGY INC 811 LOUISIANA STREET, SUITE 2300 HOUSTON TX 77002	17,616	
DOUGLAS E SELLERS	C/O DUNE ENERGY INC 811 LOUISIANA STREET, SUITE 2300 HOUSTON TX 77002	12,788	

WILFRED E PELTIER III	C/O DUNE ENERGY INC 811 LOUISIANA STREET, SUITE 2300 HOUSTON TX 77002	9,665	
JOBETH HINES	C/O DUNE ENERGY INC 811 LOUISIANA STREET, SUITE 2300 HOUSTON TX 77002	9,512	
KELLY S ABBOTT	C/O DUNE ENERGY INC 811 LOUISIANA STREET, SUITE 2300 HOUSTON TX 77002	8,715	
JACK A ADAMS JR	C/O DUNE ENERGY INC 811 LOUISIANA STREET, SUITE 2300 HOUSTON TX 77002	4,126	
BLuemountain KICKING HORSE FUND LP	ATTN BLAIR SMITH 280 PARK AVE 12TH FLOOR NEW YORK NY 10017	3,964	
ENO J DANTIN JR	C/O DUNE ENERGY INC 811 LOUISIANA STREET, SUITE 2300 HOUSTON TX 77002	3,897	
DELIA T QUINTERO	C/O DUNE ENERGY INC 811 LOUISIANA STREET, SUITE 2300 HOUSTON TX 77002	3,618	
JANELLE HEALLEN	C/O DUNE ENERGY INC 811 LOUISIANA STREET, SUITE 2300 HOUSTON TX 77002	3,584	
DEBORAH A MAYFIELD	C/O DUNE ENERGY INC 811 LOUISIANA STREET, SUITE 2300 HOUSTON TX 77002	3,292	
JESSICA FERNANDEZ	C/O DUNE ENERGY INC 811 LOUISIANA STREET, SUITE 2300 HOUSTON TX 77002	3,005	
KELLIE HIGHTOWER	C/O DUNE ENERGY INC 811 LOUISIANA STREET, SUITE 2300 HOUSTON TX 77002	2,619	
WINIFRED AUGUSTUS	C/O DUNE ENERGY INC 811 LOUISIANA STREET, SUITE 2300 HOUSTON TX 77002	2,558	
ROSEMARY SEGOVIA	C/O DUNE ENERGY INC 811 LOUISIANA STREET, SUITE 2300 HOUSTON TX 77002	2,357	
NOEMI MONTELONGO	C/O DUNE ENERGY INC 811 LOUISIANA STREET, SUITE 2300 HOUSTON TX 77002	2,302	
EMMA I GHALAYINI	C/O DUNE ENERGY INC 811 LOUISIANA STREET, SUITE 2300 HOUSTON TX 77002	2,035	
LAURA SILVA	C/O DUNE ENERGY INC 811 LOUISIANA STREET, SUITE 2300 HOUSTON TX 77002	1,836	
WILLIAM R HOWELL	C/O DUNE ENERGY INC 811 LOUISIANA STREET, SUITE 2300 HOUSTON TX 77002	1,554	

ALAN D BELL	10222 DARIA DR DALLAS TX 75229-6628	1,110	
ALAN BELL	10222 DARIA DR DALLAS TX 75229-6628	1,105	
AST EXCHANGE AGENT #16323	DUNE ENERGY 6201 15TH AVENUE BROOKLYN NY 11219-5411	1,103	
WILLIAM GREENWOOD	C/O DUNE ENERGY INC 811 LOUISIANA STREET, SUITE 2300 HOUSTON TX 77002	665	
M RYAN MCFERON	C/O DUNE ENERGY INC 811 LOUISIANA STREET, SUITE 2300 HOUSTON TX 77002	652	
AST EXCHANGE AGENT #13280	DUNE ENERGY 6201 15TH AVENUE BROOKLYN NY 11219-5411	448	
AST EXCHANGE AGENT #13483	DUNE ENERGY 6201 15TH AVENUE BROOKLYN NY 11219-5411	422	
STEVEN BARRENCHEA	127 BREAKER LANE STRATFORD CT 06615-7566	222	
FREDDIE D BATES &	JERRY BATES JT TEN 1508 AUBURN DR LONGVIEW TX 75601-3506089	200	
CANACCORD FINANCIAL LTD	ATTN SECURITIES SERVICES 2200 609 GRANVILLE STREET VANCOUVER BC V7Y 1H2 CANADA	142	
JEFFREY BURDE	2512 GREEN PARK AKASAKA 5-2-10 AKASAKA MINATO-KU TOKYO 107 JAPAN	123	
BRUCE A WILLIAMS	C/O DUNE ENERGY INC 811 LOUISIANA STREET, SUITE 2300 HOUSTON TX 77002	118	
RICHARD M COHEN	100 EAST HARTSDALE AVE #61E HARTSDALE NY 10530-3207	107	
DEUTSCHE BANK SECURITIES INC	5022 GATE PARKWAY BUILDING 100 JACKSONVILLE FL 32256-7047	103	
JOSHUA KURZBAN	43 MURRAY HILL ROAD SCARSDALE NY 10583-3418	98	
DUNDEE SECURITIES CORPORATION	TR FOR MICHAEL COOPER 20 QUEEN STREET W 4TH FLOOR TORONTO ON M5H 3R3 CANADA	85	
DOUGLAS SELLERS	C/O DUNE ENERGY INC 811 LOUISIANA STREET, SUITE 2300 HOUSTON TX 77002	83	
JAMES INVESTMENTS INC	15531 KUYKENDAHL SUITE 355 HOUSTON TX 77090-3649	80	

JERRY W MILLER	680 TOMMY CAMPBELL RD DRY CREEK LA 70637-3205	76	
RICK MOURGLIA	C/O DUNE ENERGY INC 811 LOUISIANA STREET, SUITE 2300 HOUSTON TX 77002	67	
JACK ADAMS	C/O DUNE ENERGY INC 811 LOUISIANA STREET, SUITE 2300 HOUSTON TX 77002	49	
JOSEPH DENNIS	28107 GADWALL DR KATY TX 77494-8353	40	
MICHAEL J GAIDO JR	Box 3130 GALVESTON TX 77552-0130	40	
WILFRED PELTIER	C/O DUNE ENERGY INC 811 LOUISIANA STREET, SUITE 2300 HOUSTON TX 77002	40	
JANELLE CONCEPCION	C/O DUNE ENERGY INC 811 LOUISIANA STREET, SUITE 2300 HOUSTON TX 77002	30	
LAURA A SILVA	C/O DUNE ENERGY INC 811 LOUISIANA STREET, SUITE 2300 HOUSTON TX 77002	27	
FLORESTA INVESTMENTS LIMITED	P O BOX 51 57 BATH ST ST HELLER JERSEY JE4 0XP UNITED KINGDOM	26	
GMP SECURITIES LP	145 KING ST WEST #300 TORONTO ON CANADA	26	
DEBBIE MAYFIELD	C/O DUNE ENERGY INC 811 LOUISIANA STREET, SUITE 2300 HOUSTON TX 77002	23	
PERSHING LLC FBO ROBERT SLANOVITS SEP	1815 POLO COURT HOOVER AL 35226-3365	20	
EMMA GHALAYINI	C/O DUNE ENERGY INC 811 LOUISIANA STREET, SUITE 2300 HOUSTON TX 77002	17	
RANDY HOWELL	C/O DUNE ENERGY INC 811 LOUISIANA STREET, SUITE 2300 HOUSTON TX 77002	14	
ROSEMARY GARCIA-SEGOVIA	C/O DUNE ENERGY INC 811 LOUISIANA STREET, SUITE 2300 HOUSTON TX 77002	13	
GARY TERRANOVA	3806 NORTHSHERE DR MONTGOMERY TX 77356-6039	12	
DAVID LEWIS	210 WELLS FARGO DRIVE APT #1515 HOUSTON TX 77090-4033	10	
MATTHEW C FORRESTER	4306 WALHILL LANE AUSTIN TX 78759-8036	10	
VIRGINIA AND LYNDYL SCHEER	2378 GREENE 125 RD PARAGOULD AR 72450-9016	9	

JENNIFER CARDWELL	28514 SPICE BERRY DR KATY TX 77494-3216	7	
STEPHANIE SULLIVAN	5001 LONGSHADOW DICKINSON TX 77539-6736	6	
BERNARD MCKEON & ROSE MCKEON	STADBALLY EAST GALWAY IRELAND	5	
BLAKE SELIG	1100 SPRING STREET SUITE 550 ATLANTA GA 30309-2857	5	
FRANCES CALELLO-LABIAK	714 FRANKLIN AVE. NUTLEY NJ 07110-1212	5	
MEGHAN KADEN	C/O DUNE ENERGY INC 811 LOUISIANA STREET, SUITE 2300 HOUSTON TX 77002	5	
BARBARA A SHEA	351 EAST 61ST ST APT 5B NEW YORK NY 10065	3	
ROBERT FRIEDLAND	380 S SAN RAFAEL AVE PASADENA CA 91105-1526	3	
BRIAN HORSFIELD	2000 NORTH CT ST #5-G FAIRFIELD IA 52556-2005	2	
COMPTON FAMILY TRUST	24746 CALVERT ST WOODLAND HILLS CA 91367-1019	2	
JOHN FINDRA	11 HANFORD PLACE TARRYTOWN NY 10591-3101	2	
RONALD HOLMAN &	LINDA HOLMAN CO-TTEES OF THE HOLMAN FAMILY TRUST U/A UTD 09/13/96 9516 BADEN ST CHATSWORTH CA 91311-2619	2	
STEVE ANTEBI	10550 FONTENELLE WAY LOS ANGELES CA 90077-1901	2	
BRUCE BENTON	20161 DELITA DRIVE WOODLAND HILLS CA 91364-3521	1	
CHARLENE MARIE	10 MISSION DR PETALUMA CA 94952-5239	1	
DANIEL DY	5605 WEST BLUFF P.O.BOX 275 OLCOTT NY 14126-0275	1	
EILEEN CINQUE	34917 STACCATO STREET PALM DESERT CA 92211-3083	1	
ELAINE FALKENSTEIN	23951 TOWISH DR CORONA CA 92883-9393	1	
FRANCES EDDY	22 PADDOCK DR WARWICK BERMUDA WK 04	1	
FRANK LAGRASSA A C F	JAMES LAGRASSA UTMA NY P O BOX 2236 AMAGANSETT NY 11930-2236	1	
GARY MAY	11733 JOHNSON RD LEANDER TX 78641-5804	1	

HENRY CLARK	P O BOX 1231 FAIRFIELD IA 52556-0021	1	
JENNIFER LOUISE STEWARD	P.O. BOX 443 SAN ANSELMO CA 94979	1	
KEVIN FURMAN	208 BEDFORD I WEST PALM BEACH FL 33417	1	
LAURIE DAY	7055 SW IVY LANE APT 2 PORTLAND OR 97225-1151	1	
LORRAINE C STRAITS	328 PONCE DE LEON AVE VENICE FL 34285-2334	1	
LUDMILA TALBOT	PMB 1033 P.O. BOX 9011 CALEXICO CA 92232-9011	1	
MARSHALL DENNEN	PO BOX 2462 FAIRFIELD IA 52556-0042	1	
MARSHALL WOLF	BOX 730 STATION A TORONTO ON M5W 1G2 CANADA	1	
NANCY WING	1657 HUNTINGTON DR APT C208 DUARTE CA 91010-3874	1	
PAUL VOGEL	5 BOULDER FIELD RD CALIFON NJ 07830-4152	1	
SAM KUNIANSKI	769 27TH ST MANHATTAN BEACH CA 90266	1	
STEVE MARSHALL	305 OAK SPRINGS DRIVE APT 304 WARRENTON VA 20186-2173	1	
STUART SMITHSON	5 TITHEBARN PLACE POULTON BLACKPOOL FY6 7BZ ENGLAND	1	

RESOLUTIONS OF THE
BOARD OF DIRECTORS OF
DUNE ENERGY, INC.

March 3, 2015

The undersigned hereby certifies (i) that he is a duly elected and serving Officer of Dune Energy, Inc., a Delaware corporation (the “*Corporation*”), (ii) that the following resolutions were adopted by the Board of Directors of the Corporation at a meeting duly called and held at 9:00 a.m. CST on Wednesday, March 3, 2015 at the offices of the Corporation at 811 Louisiana Street, Suite 2300, Houston, Texas 77002, at which all members of the Board of Directors were present in person or by conference telephone and participated in person and (iii) that such resolutions have not been modified, amended or rescinded and remain in full force and effect on the date hereof:

WHEREAS, Dune Operating Company and Dune Properties, Inc. are wholly owned subsidiaries of the Corporation (the “*Subsidiaries*”); and

WHEREAS, as a result of the downturn in the energy industry and in oil and gas prices and the liquidity demands on the Corporation, the Board previously authorized the Corporation to investigate and review various strategic alternatives including the potential sale of the Corporation;

WHEREAS, the Board previously determined, after extensive discussions between the Corporation and various potential bidders and after consideration of the terms contained in the various indications of interests, to proceed in negotiations with EOS Petro, Inc.

WHEREAS, on September 17, 2014, Dune Energy, Inc., Eos Petro, Inc. (“*Eos*”), and Eos Merger Sub, Inc. (“*Merger Subsidiary*”) entered into an Agreement and Plan of Merger (as amended on November 6, 2014, November 20, 2014, December 22, 2014, January 15, 2015, January 23, 2015, January 30, 2015, February 6, 2015 (the “*Merger Agreement*”));

WHEREAS, pursuant to the Merger Agreement (i)(a) Merger Subsidiary made a tender offer (the “*Offer*”) to purchase all of the issued and outstanding shares of the Corporation’s common stock, par value \$0.001 per share, for \$0.30 per share in cash, Parent and Merger Subsidiary agreed to provide sufficient funds to pay in full and discharge all of the Corporation’s outstanding indebtedness and Parent and Merger Subsidiary agreed to assume liability for all Corporation fees and expenses related to the Merger and the transactions contemplated thereby;

WHEREAS, Eos has informed the Corporation that it was unable to obtain the financing necessary to consummate the Offer on the terms set forth in the Merger Agreement, and Eos and Merger Subsidiary have failed to pay for the shares tendered in the Offer promptly after the expiration date pursuant to the terms of the Merger Agreement which has resulted in a failure to perform and breach of the representations and obligations of Eos and Merger Subsidiary contained in the Merger Agreement;

WHEREAS, the Board determined that it was in the best interest of the Corporation that the Merger Agreement be terminated as a result of such breach;

WHEREAS, the Corporation has continued to search for strategic and/or financial buyers, however, the Corporation is unable to meet its liquidity needs to continue operating the Corporation;

WHEREAS, the Corporation is in default under its senior secured credit facility;

WHEREAS, a forbearance agreement with the Corporation's senior secured lender has terminated and has not been extended;

WHEREAS, the Corporation has engaged Deloitte Transactions and Business Analytics LLP ("Deloitte") as financial and restructuring advisors to assist with restructuring analysis and the presentation of the Corporation and its subsidiaries to prospective financing sources, including the first lien lender to the Corporation;

WHEREAS, the Corporation has been unable to obtain financing from any sources other than the possibility of debtor-in-possession ("**DIP**") financing from the existing first lien lender to be implemented in a potential chapter 11 case and the Corporation has been unable to conclude an agreement with a source of equity investment or a purchaser;

WHEREAS, as a condition of providing DIP financing, the first lien lender has required that the Corporation appoint a Chief Restructuring Officer of the Corporation and engage an Investment Banker to assist with a chapter 11 sale process for the Corporation; and

WHEREAS, after consultation with Deloitte and with counsel to the Corporation, management has recommended to the Board of Directors of the Corporation (the "**Board**") that the Corporation file a chapter 11 case, obtain DIP financing from the first lien lender and implement a sale process for the Corporation to protect the assets and properties of the Corporation and to preserve the value of the Corporation for the benefit of its creditors, employees, stockholders and other interested parties and have requested the approval of the Board to make such filing;

WHEREAS, the Board has reviewed and considered the materials presented by the Corporation's management and the Corporation's financial and legal advisors regarding the liabilities and liquidity of the Corporation, the alternatives available to it, and the impact of the foregoing on the Corporation's business;

WHEREAS, the Board has had the opportunity to consult with the Corporation's management and the Corporation's financial and legal advisors and fully consider each of the alternatives available to the Corporation.

Filing and Prosecution of Chapter 11 Bankruptcy Case

NOW, THEREFORE, BE IT

RESOLVED, that in the judgment of the Board, it is desirable and in the best interest of the Corporation and its Subsidiaries that the Corporation and the Subsidiaries file or cause to be filed a voluntary petition (the “***Chapter 11 Petition***”) seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the “***Bankruptcy Code***”); and it is further

RESOLVED, that Donald R. Martin is appointed to the office of Chief Restructuring Officer of the Corporation and the Subsidiaries until such time as he is removed from such office by a resolution of the Board or as otherwise provided in the Bylaws of the Corporation and the Chief Restructuring Officer shall serve under the oversight of the Board, consult with the Chief Executive Officer and will oversee prosecuting the chapter 11 bankruptcy cases; and it is further

RESOLVED, that the officers of the Corporation and the Subsidiaries (collectively, the “***Authorized Officers***”) be, and each hereby is, authorized and directed to execute and verify the Chapter 11 Petition and to cause the same to be filed in the United States Bankruptcy Court for the Western District of Texas (the “***Bankruptcy Court***”), in such form and at such time on or after March 4, 2015 as such Authorized Officer(s) shall determine; and it is further

RESOLVED, that the Authorized Officers be, and each hereby is, authorized to execute and file (or direct others to do so on behalf of the Corporation and the Subsidiaries as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, including motions to sell substantially all assets of the Corporation and the Subsidiaries and any other motions required to be filed and prosecuted pursuant to the terms of the DIP loan, lists, applications, pleadings, motions for use of cash collateral, DIP loan and financing agreements and security agreements and related documents, stipulations as needed under all sections of the Bankruptcy Code, a plan of reorganization and disclosure statement and other papers in connection with the chapter 11 case; and it is further

RESOLVED, that the Authorized Officers be, and each hereby is, authorized to execute and file (or direct others to do so on behalf of the Corporation and the Subsidiaries as provided herein) all necessary documents relating to the sale of all or substantially all of the assets of the Corporation and the Subsidiaries, including, but not limited to, filing a purchase and sale agreement, conducting an auction with respect to all or substantially all of the assets of the Corporation and the Subsidiaries, and performing any other action necessary for such sale pursuant to a 363 sale or plan of reorganization; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Officer to seek relief under chapter 11 of the Bankruptcy Code or in connection with the chapter 11 case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation and its Subsidiaries; and it is further

Employment of Professionals

RESOLVED, that the law firm of Haynes and Boone, LLP be, and hereby is, employed under general retainer as bankruptcy counsel for the Corporation and the Subsidiaries in the chapter 11 case, and the Authorized Officers of the Corporation and Subsidiaries are hereby

authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of a chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Haynes and Boone, LLP; and it is further

RESOLVED, that Deloitte Transactions and Business Analytics LLP be, and hereby is, employed under general retainer as financial and restructuring advisors to the Corporation and the Subsidiaries in the chapter 11 case, and the Authorized Officers of the Corporation and Subsidiaries are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of a chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Deloitte Transactions and Business Analytics LLP; and it is further

RESOLVED, that Parkman Whaling LLC be, and hereby is, employed under general retainer for the purpose of providing services to the Corporation and Subsidiaries in connection with the sale of the Corporation and the Subsidiaries, including their oil and gas assets in one or more transactions to be implemented in chapter 11, and the Authorized Officers of the Corporation and Subsidiaries are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of a chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Parkman Whaling LLC; and it is further

General Authorizing Resolutions for Chapter 11

RESOLVED, that the Authorized Officers be, and each of them, with full authority to act without the others, hereby is authorized and directed, in the name of and on behalf of the Corporation and Subsidiaries, under the corporate seal or otherwise, to make, enter into, execute, deliver and file any and all other or further agreements, documents, certificates, materials and instruments, to disburse funds of the Corporation and Subsidiaries, to take or cause to be taken any and all other actions, and to incur all such fees and expenses as any such officer deems to be necessary, appropriate or advisable to carry out the purposes of the foregoing resolutions and the transactions contemplated thereunder and/or to successfully complete a chapter 11 case, the taking of any such action to constitute conclusive evidence of the exercise of such discretionary authority; and it is further

RESOLVED, that the Authorized Officers be, and each of them, with full authority to act without the others, hereby is authorized and directed, in the name of and on behalf of the Corporation, under the corporate seal or otherwise, to vote the shares of the Subsidiaries as may be required to authorize such subsidiaries to file chapter 11 cases concurrently with the Corporation in order to accomplish efficiently a restructuring of all of the business, financing and operations of the Corporation and such subsidiaries; and it is further

RESOLVED, that all authorized acts, transactions, or agreements undertaken prior to the adoption of these resolutions by any officer of the Corporation on behalf of the Corporation in connection with the foregoing matters are hereby authorized, approved, ratified, confirmed and adopted as the acts of the Corporation; and it is further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized, empowered and directed to certify and attest any documents or materials which they deem necessary, desirable or appropriate to consummate the transactions contemplated by the foregoing resolutions, without the necessity of the signature or attestation of any other officer or the affixing of any seal of the Corporation.

IN WITNESS WHEREOF, the undersigned Officer of the Corporation has executed this Certificate the 3rd day of March, 2015.



President and Chief Executive Officer, Dune Energy, Inc.

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS

In re: Dune Energy, Inc.

Case No. 15-_____

Dune Operating Company

Dune Properties, Inc.

Chapter 11

Debtors.

CONSOLIDATED
LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the consolidated list of the debtors' creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address, including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code of employee, agent or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>Amount of claim (if secured also state value of security)</i>
Shoreline Southeast LLC 400 E Kaliste Saloom Road, Suite 2600 Lafayette, LA 70508		Trade Debt		\$1,359,766.70
Crescent Energy Services, LLC 1304 Engineers Road Belle Chasse, LA 70037		Trade Debt		\$736,584.60
Island Operating Company, Inc. PO Box 27783 Houston, TX 77227-7783		Trade Debt		\$707,616.35
Exterran Energy Solutions, LP PO Box 201160 Dallas, TX 75320-1160		Trade Debt		\$490,354.28
Terrebonne Wireline Services, Inc. PO Box 176 Bourg, LA 70343		Trade Debt		\$296,105.00
Nalco Company PO Box 730005 Dallas, TX 75373-0005		Trade Debt		\$246,660.08
T. Baker Smith PO Box 2266 Houma, LA 70361		Trade Debt		\$195,015.53
CDM Resource Mgmt Ltd PO Box 209034 Dallas, TX 75320-9034		Trade Debt		\$192,149.28

<i>Name of creditor and complete mailing address, including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code of employee, agent or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>Amount of claim (if secured also state value of security)</i>
Oil Mop LLC Dept # 2307 Birmingham, AL 35246-2307		Trade Debt		\$191,187.36
Premier Industries, LLC PO Box 10 Belle Chasse, LA 70037		Trade Debt		\$190,048.24
Basic Energy Services, LP PO Box 841903 Dallas, TX 75284-1903		Trade Debt		\$173,192.92
Performance Wellhead & Frac 8505 Jackrabbit Road, Suite A Houston, TX 77095		Trade Debt		\$166,546.63
T. F. Services, LLC 4166 Leger Road Crowley, LA 70526		Trade Debt		\$154,461.17
C F & S Tank & Equipment Co. PO Box 10070 3904 Old Spanish Trail E New Iberia, LA 70562-0070		Trade Debt		\$139,623.75
F A S Environmental Svcs LLC PO Box 760 Pierre Part, LA 70339		Trade Debt		\$136,203.72
Coastal Crewboats, Inc. PO Box 2418 Rockport, TX 78381-2418		Trade Debt		\$107,267.00
Travelers		Trade Debt		\$100,000.00
Stokes & Spiehler Onshore, Inc. PO Box 52006 Lafayette, LA 70505		Trade Debt		\$86,906.91
Dnow, L.P. PO Box 40985 Houston, TX 77040-0985		Trade Debt		\$85,935.86
Zedi US Inc. PO Box 51475 Lafayette, LA 70505-1475		Trade Debt		\$81,716.70

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, James A. Watt, President and Chief Executive Officer of Dune Energy, Inc. and President of Dune Operating Company and Dune Properties, Inc. (collectively, the “Debtors”) declare under penalty of perjury that I have read the foregoing *Consolidated List of Creditors Holding 20 Largest Unsecured Claims* and that it is true and correct to the best of my information and belief.

Date 3/8/15

Signature



James A. Watt, President and Chief Executive Officer
(Print Name and Title)